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JUL 29 '05 12:34 PM  
SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

July 29, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment No. 1 to the Railroad Equipment Lease, dated as of July 22, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railroad Equipment Lease Agreement previously filed with the Board under Recordation Number 22488.

The name and address of the party to the enclosed document are:

Lessor:	Joseph Leasing Ltd. (formerly DJJ Leasing, Ltd.) 300 Pike Street Cincinnati, Ohio 45202
[Lessee:	Roanoke Cement Company (formerly Carolinas Cement Company) PO Box 27 Cloverdale Virginia 24077]

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document is:

19 presser differential railcars: DJLX 97300 – DJLX 97319 (except DJLX 97307).

A short summary of the document to appear in the index is:

Memorandum of Amendment No. 1 to the Railroad Equipment Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

JUL 29 '05 12:34 PM

**MEMORANDUM OF  
AMENDMENT NO. 1 TO  
RAILROAD EQUIPMENT LEASE**

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF AMENDMENT NO. 1 TO RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 1") entered into this 28<sup>th</sup> day of July, 2005, is intended to evidence the amendment dated as of July 22, 2005 (the "Amendment No. 1"), between JOSEPH LEASING LTD. (formerly DJJ Leasing Ltd.) ("Lessor"), ROANOKE CEMENT COMPANY (formerly, Carolinas Cement Company, d/b/a Roanoke Cement Company) ("Lessee"), and THE DAVID J. JOSEPH COMPANY (f/k/a JOSEPH TRANSPORTATION SERVICES, INC.) ("Manager"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the nineteen (19) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

**FURTHER**, the Memorandum of Railroad Equipment Lease (the "Memorandum of Lease") between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") with Recordation No. 21011. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 21011-A.

**IN WITNESS WHEREOF**, Lessor pursuant to due corporate authority, has executed this Memorandum of Amendment No. 1 on the date indicated below its signature.

**JOSEPH LEASING LTD.**

By: Angela D. Watts

Name: Angela D. Watts

Title: Secretary

Date: July 28, 2005

STATE OF OHIO

COUNTY OF HAMILTON

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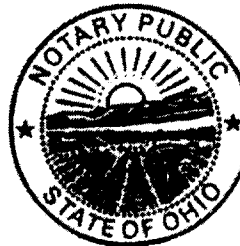
SS:

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of July, 2005, by  
Angela D. Watts, Secretary of Joseph Leasing Ltd., an Ohio limited liability company, on behalf of  
the company.

Julie M Woodard  
Notary Public

My Commission expires:

9/24/07



**JULIE M. WOODARD**  
Notary Public, State of Ohio  
My Commission Expires  
September 24, 2007

## **EXHIBIT A**

To the Memorandum of Amendment No. 1 dated July 28, 2005, between Joseph Leasing Ltd. and Roanoke Cement Company.

### **DESCRIPTION OF EQUIPMENT**

Nineteen (19) 1997-built, 3230 cubic foot, 286,000 gross, pressure differential cars

Reporting Marks: DJLX 97300-97306, inclusive  
DJLX 97308-97319, inclusive

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

7/29/05



\_\_\_\_\_  
Robert W. Alvord